

— KREGER BEEGHLY, PLLC —

ATTORNEYS

FILED

2012 NOV 8 AM 9:11

Brian F. Kreger
Direct Dial: 206-829-2757
E-Mail: bk@kregerbeeghly.com
Patricia D. Petersen
Chief Presiding Officer

November 8, 2012

Hon. Patricia D. Petersen
Chief Presiding Officer
Office of the Insurance Commissioner
State of Washington
5000 Capitol Blvd.
Turnwater, Washington 98501

ATTENTION: Kelly Cairns
Paralegal
Hearings Unit
Office of the Insurance Commissioner

RE: **Form A Statement Regarding the Acquisition of Control of
Amerigroup Washington, Inc., a Washington-domiciled
Health Care Service Contractor ("HSC")**

**OIC Docket No. 12-0280
HSR Status**

Dear Judge Petersen:

On behalf of WellPoint, Inc. ("WellPoint"), I am providing the following information and materials in response to certain questions presented on the November 7, 2012 prehearing conference in connection with the above Form A Statement filed with the Washington State Office of the Insurance Commissioner (the "OIC") on August 6, 2012, as supplemented (the "Form A Statement"). These questions focused on the status of federal antitrust matters concerning the transaction described in the Form A Statement wherein WellPoint and its direct wholly owned subsidiary, ATH Holding Company, LLC, propose to acquire indirect control of the Amerigroup Washington, Inc. through a merger transaction (the "Merger") effectuating the acquisition of Amerigroup Corporation ("Amerigroup"), which is Amerigroup Washington, Inc.'s direct parent company.

As such, we are providing the following information:

- Amerigroup and WellPoint filed notification and report forms with the Antitrust Division of the Department of Justice (the "DOJ") and the U.S. Federal Trade Commission (the

"FTC") pursuant to the requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), on July 23, 2012. Please see **confidential Exhibit A** for a copy of the HSR Notification and Report Form and transmittal letters to the DOJ and FTC transmitting such filing.

- On August 22, 2012, WellPoint received a request for additional information (the "second request") from the DOJ in connection with the DOJ's review of the Merger. The second request focuses on Amerigroup's operations in the Commonwealth of Virginia, specifically several Northern Virginia counties where WellPoint and Amerigroup subsidiaries offer the only available Medicaid managed care plans. Please see **confidential Exhibit B** for a copy of the second request cover letter and corresponding schedule. Note the use of the terms "relevant area" and "relevant product" throughout the schedule – the definitions of these terms make it clear that the second request focuses on the Commonwealth of Virginia and appear in Sections M and L at the top of page 11 in the schedule.
- Attached as **confidential Exhibit C** is an affidavit of Jay Harry Wagner on behalf of WellPoint setting forth the HSR status and the relevant steps taken by WellPoint and Amerigroup as they have worked and continue to work cooperatively with the DOJ staff since shortly after the announcement of the Merger.
- The parties expect to have written evidence confirming the conclusion of the DOJ's review of the Merger at or prior to the OIC's hearing on the Form A Statement and the Merger. In the interim, the DOJ has indicated its availability for a teleconference with Commissioner Kreidler and/or Judge Peterson to confirm the status of the DOJ's review and/or process for concluding such review. We are prepared and available to facilitate such a teleconference at your convenience.

The documents and information provided in Exhibits A, B and C to this letter contain confidential proprietary and trade secret information. For example, the HSR Notification and Report Form contains confidential information regarding WellPoint's revenues and revenue classifications. Pursuant to federal law, both the DOJ and FTC treat such filings and related correspondence and communications, including such information and documentation as has been provided in response to the second request, as confidential and not subject to disclosure to the public in any form. Moreover, both WellPoint and Amerigroup are public companies and any information relating to the process with the DOJ, as outlined in Mr. Wagner's affidavit, must be held confidential as material non-public information under federal securities laws. Furthermore, Exhibits A, B and C contain confidential proprietary and trade secret information and confidential proprietary financial information that is to be afforded continued confidential treatment pursuant to RCW 48.31C.130. Accordingly, the Applicants respectfully request that the OIC maintain Exhibits A, B and C as strictly confidential and exempt from public disclosure, inspection, and copying in any form, and not subject to subpoena directed to the Commissioner, or to anyone in the OIC who may have received this information, in accordance with the provisions of RCW 48.31C.130.

In accord with my conversation with Ms. Cairns, it is our mutual understanding and agreement that these materials will not be available to the public or subject to disclosure under a public records request, and further, that if the OIC were to receive a public records request for any of these materials and information, the OIC would notify me before any disclosure is made to

afford me ample opportunity to seek a legal or equitable remedy to protect the confidentiality of these documents and information provided under this letter.

Please do not hesitate to contact me at 206-829-2757 or Tibor Klopfer at Faegre Baker Daniels LLP (317-237-1133) with any questions about this response.

Yours very truly,



Brian Kreger

cc: Kate Reynolds, Washington State Office of the Insurance Commissioner (w/o encls)
Tibor Klopfer, Faegre Baker Daniels LLP (w/encls)
Kreger Beeghly, PLLC file

— KREGER BEEGHLY, PLLC —

ATTORNEYS

FILED

NOV 16 2012

Brian F. Kreger
Direct Dial: 206-829-2757
E-Mail: fbk@kregerbeeghly.com
Chief Hearing Officer

Via Email and Overnight Delivery

November 16, 2012

The Honorable Patricia D. Petersen
Chief Presiding Officer, Hearings Unit
Washington State Office of the Insurance Commissioner
5000 Capitol Blvd.
Tumwater, Washington 98501

Re: **Proposed Acquisition of Control of Amerigroup Washington, Inc. by WellPoint, Inc., Docket No. 12-0280**

Dear Judge Petersen:

On behalf of WellPoint, Inc. ("WellPoint"), I want to thank you for your attention to and diligence in this matter, and for your letter to me dated November 15, 2012 (the "Letter") in connection with the WellPoint's Form A Statement dated August 3, 2012, as supplemented (the "Form A Statement"). I would like to take this opportunity to provide the following information in response to the issues raised in your Letter.

Supplemental Information Requested by the OIC

We agree that the Washington State Office of the Insurance Commissioner (the "OIC") included the following request in its October 11, 2012 email from Mr. Ronald J. Pastuch to me:

Please provide a listing of pending or ongoing litigation by various parties and WellPoint. We noted in the WellPoint 10-K filing that several market conduct issues were discussed and we need to know the status of those issues regardless if WellPoint believes the charges are without merit and is vigorously defending itself.

However, in subsequent discussions with Mr. Pastuch with regard to his October 11, 2012 email, Mr. Pastuch on behalf of the OIC clarified that the above request was in reference to the litigation discussion as described in WellPoint's 2011 Annual Report on Form 10-K and 2012 Quarterly Reports on Form 10-Q. Importantly, in these discussions Mr. Pastuch clarified and revised the OIC's request to be only an update of such litigation description as would be set forth in WellPoint's third quarter 2012 Quarterly Report on Form 10-Q. As you note in your Letter, WellPoint's third quarter 2012 Quarterly Report on Form 10-Q (with the updated litigation section) was provided to the OIC on November 7, 2012, which was the same day that it was filed with the Securities and Exchange Commission. In his letter to you dated November 9, 2012, Mr. Pastuch confirmed that the OIC, after reviewing the litigation section in WellPoint's third quarter 2012 Quarterly Report on Form 10-Q, had no further questions. We understood Mr. Pastuch's letter as confirmation that the OIC's query on this matter had been satisfied.

In response to your request for a hard copy of WellPoint's third quarter 2012 Form 10-Q, it is my understanding that Mr. Pastuch has provided this information to Ms. Kelly Cairns to receive on your behalf.

Confidentiality of Materials Submitted on Behalf of WellPoint on November 8, 2012

While we originally requested confidential treatment of the Exhibits to my November 8, 2012 letter to you regarding the federal antitrust questions you posed at the November 7, 2012 prehearing conference, and while we understand that such materials are entitled to confidential treatment by the federal antitrust authorities in accordance with Chapter 15 of The Federal Trade Commission Operating Manual, at Section .4.2¹, in our mutual interest to resolve the matter and move to a hearing, WellPoint hereby retracts its request for confidential treatment of such Exhibits. Accordingly, I have attached to this letter new Exhibits A – C, without the "Confidential" stamp.

Status of Federal Antitrust Review

In my November 8, 2012 letter to you, I included information and materials related to the U.S. Department of Justice's (the "DOJ") investigation under the HSR Act. As set forth in that letter, and in the accompanying Exhibits to that letter, the HSR review is proceeding as expected and the parties expect to have written evidence confirming the conclusion of the DOJ's review prior to the OIC's hearing on the Form A Statement. In addition, the DOJ has indicated its availability and willingness for a teleconference with you to confirm the status of the DOJ's review and its process for concluding such review. I have previously provided the personal contact information for the DOJ individual to Ms. Cairns so that you may reach out to him directly.

¹ Section .4.2 of Chapter 15 of The Federal Trade Commission Operating Manual states that, "Hart-Scott-Rodino submissions, both initial filings and material submitted in response to "second requests," are nonpublic. (See 15 U.S.C. § 18a(h); 5 U.S.C. § 552(b)(3).) Protected information includes the fact of filing, which would reveal that filing thresholds were met. However, the fact of filing is not protected if it has been disclosed by publication of a notice of early termination."

The parties stand ready to address any other questions that you may have and we are optimistic that the hearing on the Form A Statement can be set for December 5, 2012. We appreciate your attention and diligence in the review of this matter. Please do not hesitate to contact me at 206-829-2757 or Tibor Klopfer at Faegre Baker Daniels LLP (317-237-1133) with any questions about this response.

Yours very truly,


Brian F. Kreger

cc: Kate Reynolds, Washington State Office of the Insurance Commissioner (w/encls)
Ron Pastuch, Washington State Office of the Insurance Commissioner (w/encls)
Kelly Cairns, Washington State Office of the Insurance Commissioner (w/encls)
Tibor Klopfer, Faegre Baker Daniels LLP (w/encls)
Mary Clogston (w/encls)

Linklaters

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antonia.sherman@linklaters.com

Director of Operations
Antitrust Division
Department of Justice
950 Pennsylvania Avenue, N.W.
Room 3336
Washington, D.C. 20530

By Courier

July 23, 2012

Proposed Merger between Amerigroup Corporation and WellPoint, Inc.

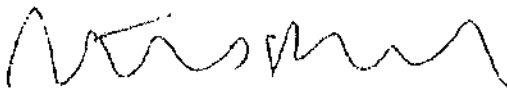
Dear Sir or Madam:

On behalf of our client, WellPoint, Inc. ("WellPoint"), we have enclosed three copies of a Premerger Notification and Report Form and one set of documentary attachments filed in connection with WellPoint's proposed merger with Amerigroup Corporation. Under separate cover, two copies of the notification and one set of documentary attachments have been filed today with the Premerger Notification Office of the Bureau of Competition of the Federal Trade Commission.

WellPoint requests early termination of the waiting period.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Antonia B. Sherman

End.

cc: Barry Joyce, Antitrust Division, Department of Justice

RECEIVED
OFFICE OF OPERATIONS
ANTI-TRUST DIVISION
2012 JUL 23 P 2:10

This communication is confidential and may be privileged or otherwise protected by work product immunity.

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#

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Direct Line (1) 212 903 9153
antonia.sherman@linklaters.com

Premier Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

By Courier

July 23, 2012

Proposed Merger between Amerigroup Corporation and WellPoint, Inc.

Dear Sir or Madam:

On behalf of our client, WellPoint, Inc. ("WellPoint"), we have enclosed two copies of a Premier Notification and Report Form and one set of documentary attachments filed in connection with WellPoint's proposed merger with Amerigroup Corporation. Under separate cover, three copies of the notification and one set of documentary attachments have been filed today with the Director of Operations of the Antitrust Division of the Department of Justice.

WellPoint requests early termination of the waiting period.

WellPoint will pay the filing fee by wire transfer today.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Antonia B. Sherman

Encl

Cc: Barry Joyce, Antitrust Division, Department of Justice

RECEIVED
ANTITRUST DIVISION
JUL 23 2012
2:26 PM

This communication is confidential and may be privileged or otherwise protected by work product immunity.

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Please refer to www.linklaters.com/regulation for important information on our regulatory position.

//

AFFIDAVIT OF FILING PERSON

City of Indianapolis

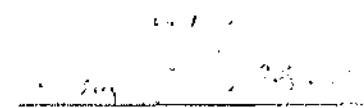
State of Indiana

The undersigned hereby declares that:

1. I am Jay H. Wagner, Vice President and Counsel of WellPoint, Inc. ("WellPoint"), and am authorized to make this filing on its behalf.
2. The Agreement attached to this Hart-Scott-Rodino Premerger Notification and Report Form ("HSR Form") has been executed.
3. WellPoint has the present good faith intention to complete the transaction described in this HSR Form.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on July 23, 2012



Jay H. Wagner

16 C.F.R. Part 803 - Appendix
NOTIFICATION AND REPORT FORM FOR CERTAIN MERGERS AND ACQUISITIONS

TRANSACTION NUMBER ASSIGNED

FEE INFORMATION (For Payer Only)

AMOUNT PAID \$ 280,000.00

In cases where your filing fee would be higher if based on acquisition price or where the acquisition price is undetermined to the extent that it may straddle a filing fee threshold, attach an explanation of how you determined the appropriate fee.

Attachment number:

TAXPAYER IDENTIFICATION NUMBER

OR SOCIAL SECURITY NUMBER FOR NATURAL PERSONS

NAME OF PAYER (if different from PERSON FILING) WellPoint, Inc.

WIRE TRANSFER ☒ or CERTIFIED CHECK / MONEY ORDER ATTACHED ☐

WIRE TRANSFER CONFIRMATION NO.

FROM (NAME OF INSTITUTION)

IS THIS A CORRECTIVE FILING? ☐ YES ☒ NO

CASH TENDER OFFER? ☐ YES ☒ NO

BANKRUPTCY? ☐ YES ☒ NO

DO YOU REQUEST EARLY TERMINATION OF THE WAITING PERIOD? ☒ YES ☐ NO
(Grants of early termination are published in the Federal Register and on the FTC web site, www.ftc.gov)

(voluntary) IS THIS ACQUISITION SUBJECT TO NON-US FILING REQUIREMENTS? ☐ YES ☐ NO
IF YES, list jurisdictions:

ITEM 1

1(a) PERSON FILING

NAME: WellPoint, Inc.
HEADQUARTERS ADDRESS: 120 Monument Circle
ADDRESS LINE 2:
CITY, STATE, COUNTRY: Indianapolis IN United States
ZIP CODE: 46204
WEB SITE: http://www.wellpoint.com

1(b) PERSON FILING NOTIFICATION IS ☒ an acquiring person ☐ an acquired person ☐ both

1(c) PUT AN "X" IN THE APPROPRIATE BOX TO DESCRIBE THE PERSON FILING NOTIFICATION
☒ Corporation ☐ Unincorporated Entity ☐ Natural Person ☐ Other (Specify)

1(d) DATA FURNISHED BY ☒ calendar year ☐ fiscal year (specify period): (month/year) to (month/year)

1(e) PUT AN "X" IN THE APPROPRIATE BOX BELOW AND GIVE THE NAME AND ADDRESS OF THE ENTITY FILING NOTIFICATION, IF DIFFERENT THAN THE ULTIMATE PARENT ENTITY

☒ Not Applicable ☐ This report is being filed on behalf of a foreign person pursuant to § 803.4. ☐ This report is being filed on behalf of the ultimate parent entity by another entity within the same person authorized by it to file pursuant to § 803.2(a).

NAME
ADDRESS
CITY, STATE, COUNTRY
ZIP CODE

1(f) NAME AND ADDRESS OF ENTITY MAKING ACQUISITION OR WHOSE ASSETS, VOTING SECURITIES OR NON-CORPORATE INTERESTS ARE BEING ACQUIRED, IF DIFFERENT FROM THE ULTIMATE PARENT ENTITY IDENTIFIED IN ITEM 1(a)

NAME
ADDRESS
CITY, STATE, COUNTRY
ZIP CODE

☐ Not Applicable

PERCENT OF VOTING SECURITIES OR NON-CORPORATE INTERESTS THAT THE UPE HOLDS DIRECTLY OR INDIRECTLY IN THE ACQUIRING OR ACQUIRED ENTITY IDENTIFIED IN ITEM 1(f)

%

1(g) IDENTIFICATION OF PERSONS TO CONTACT REGARDING THIS REPORT

CONTACT PERSON 1: Antonia Sherman
FIRM NAME: Linklaters LLP
BUSINESS ADDRESS: 1345 Avenue of the Americas
CITY, STATE, COUNTRY: New York NY United States
ZIP CODE: 10105
TELEPHONE NUMBER: 212-903-9153
FAX NUMBER: 212-903-9100
E-MAIL ADDRESS: antonia.sherman@linklaters.com

CONTACT PERSON 2: Jeffrey Schmidt
FIRM NAME: Linklaters LLP
BUSINESS ADDRESS: 1345 Avenue of the Americas
CITY, STATE, COUNTRY: New York NY United States
ZIP CODE: 10105
TELEPHONE NUMBER: 212-903-9007
FAX NUMBER: 212-903-9100
E-MAIL ADDRESS: jeffrey.schmidt@linklaters.com

1(h) IDENTIFICATION OF AN INDIVIDUAL LOCATED IN THE UNITED STATES DESIGNATED FOR THE LIMITED PURPOSE OF RECEIVING NOTICE OF ISSUANCE OF A REQUEST FOR ADDITIONAL INFORMATION OR DOCUMENTS (See § 803.20(b)(2)(iii))

NAME: Jeffrey Schmidt
FIRM NAME: Linklaters LLP
BUSINESS ADDRESS: 1345 Avenue of the Americas
CITY, STATE, COUNTRY: New York NY United States
ZIP CODE: 10105
TELEPHONE NUMBER: 212-903-9007
FAX NUMBER: 212-903-9100
E-MAIL ADDRESS: jeffrey.schmidt@linklaters.com

ITEM 2

2(a) LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL
ACQUIRING PERSONSLIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL
ACQUIRED PERSONS

NAME	NON-REPORTABLE
WellPoint, Inc.	<input type="checkbox"/>

NAME	NON-REPORTABLE
Amerigroup Corporation	<input type="checkbox"/>

2(b) THIS ACQUISITION IS (put an "X" in all the boxes that apply)

- | | |
|--|---|
| <input type="checkbox"/> an acquisition of assets | <input type="checkbox"/> a consolidation (see § 801.2) |
| <input checked="" type="checkbox"/> a merger (see § 801.2) | <input checked="" type="checkbox"/> an acquisition of voting securities |
| <input type="checkbox"/> an acquisition subject to § 801.2 (e) | <input type="checkbox"/> a secondary acquisition |
| <input type="checkbox"/> a formation of a joint venture or other corporation or unincorporated entity (see § 801.40 or § 801.50) | <input type="checkbox"/> an acquisition subject to § 801.31 |
| <input type="checkbox"/> an acquisition subject to § 801.30 (specify type) | <input type="checkbox"/> an acquisition of non-corporate interests |
| | <input type="checkbox"/> other (specify) |

2(c) INDICATE THE HIGHEST NOTIFICATION THRESHOLD IN § 801.1(h) FOR WHICH THIS FORM IS BEING FILED
(acquiring person only in an acquisition of voting securities)

- ☐ \$50 million (as adjusted)
 ☐ \$100 million (as adjusted)
 ☐ \$500 million (as adjusted)
 ☐ 25% (see Instructions) (as adjusted)
 ☒ 50%
 ☐ N/A

2(d)(i) VALUE OF VOTING SECURITIES ALREADY HELD (\$MM)	(v) VALUE OF NON-CORPORATE INTERESTS ALREADY HELD (\$MM)	
\$ 0	\$ 0	
(ii) PERCENTAGE OF VOTING SECURITIES ALREADY HELD	(vi) PERCENTAGE OF NON-CORPORATE INTERESTS ALREADY HELD	
0 %	0 %	
(iii) TOTAL VALUE OF VOTING SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION (\$MM)	(vii) TOTAL VALUE OF NON-CORPORATE INTERESTS TO BE HELD AS A RESULT OF THE ACQUISITION (\$MM)	(ix) VALUE OF ASSETS TO BE HELD AS A RESULT OF THE ACQUISITION (\$MM)
\$ 4,900	\$ 0	\$ 0
(iv) TOTAL PERCENTAGE OF VOTING SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION	(viii) TOTAL PERCENTAGE OF NON- CORPORATE INTERESTS TO BE HELD AS A RESULT OF THE ACQUISITION	(x) AGGREGATE TOTAL VALUE (\$MM)
100 %	0 %	\$ 4,900

ITEM 3**3(a) DESCRIPTION OF ACQUISITION****ACQUIRING UPE(S)**

NAME WellPoint, Inc.
 ADDRESS 120 Monument Circle
 ADDRESS LINE 2
 CITY, STATE Indianapolis IN
 ZIP CODE, COUNTRY 46204 United States

ACQUIRED UPE(S)

NAME Amerigroup Corporation
 ADDRESS 4425 Corporation Lane
 ADDRESS LINE 2 Suite 300
 CITY, STATE Virginia Beach VA
 ZIP CODE, COUNTRY 23462 United States

ACQUIRING ENTITY(S)

NAME WellPoint Merger Sub, Inc.
 ADDRESS 120 Monument Circle
 ADDRESS LINE 2
 CITY, STATE Indianapolis IN
 ZIP CODE, COUNTRY 46204 United States

ACQUIRED ENTITY(S)

NAME
 ADDRESS
 ADDRESS LINE 2
 CITY, STATE
 ZIP CODE, COUNTRY

TRANSACTION DESCRIPTION

Pursuant to an Agreement and Plan of Merger (the "Agreement," attached hereto as 3(b)-1), dated as of July 9, 2012, among WellPoint, Inc. ("WellPoint"), WellPoint Merger Sub, Inc. ("Merger Sub"), a corporation wholly owned by WellPoint, and Amerigroup Corporation ("Amerigroup"), Merger Sub shall merge with and into Amerigroup whereby Amerigroup will survive as a wholly owned subsidiary of WellPoint (the "Transaction"). WellPoint shall pay \$92 in cash for each outstanding voting share of Amerigroup, for a total consideration of approximately \$4.9 billion.

Consummation of the Transaction is subject to the conditions described in Article VI of the Agreement, including, among others, the expiration or early termination of all waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the receipt of any required approvals from any federal or state departments of health or state insurance departments.

The parties intend to consummate the Transactions as soon as practicable following the fulfillment or, to the extent permitted by applicable law, waiver of all conditions precedent.

In connection with the Agreement, WellPoint has entered into employment agreements dated as of July 9, 2012, which will be effective as of the closing of the Transaction (the "Employment Agreements," a form of which is attached hereto as 3(b)-2) with two Amerigroup executives, James W. Truess, EVP and CFO of Amerigroup, and Richard C. Zoretic, EVP and COO of Amerigroup. The Employment Agreements provide, among other things, that, while the executives are employed by WellPoint and, for Mr. Truess, for the period that is the greater of 1 year after date of the closing of the Transaction or 6 months after he ceases to be employed by WellPoint, and for Mr. Zoretic, for the period of 1 year after he ceases to be employed by WellPoint, they will not seek a Competitive Position in a Restricted Territory and perform a Restricted Activity with a Competitor (as defined in the Employment Agreements).

WellPoint also entered into an agreement entitled "Amendment No. 4 to Employment Agreement" dated as of July 9, 2012, with James G. Carlson, Chairman and CEO of Amerigroup, which is attached hereto as 3(b)-3). This amendment does not contain a non-compete provision, as Mr. Carlson previously entered into an Executive Noncompetition, Nondisclosure and Developments Agreement with Amerigroup (the "NNDA", filed with the SEC as Exhibit 10.2 to Amerigroup's Form 8-K dated January 18, 2008), which provides, among other things, that while employed by Amerigroup and during the 24-month period after he ceases to be employed by Amerigroup, Mr. Carlson will not provide services to any entity or person that is offering, or developing to offer, in any Covered Area any product or service in competition with any Covered Product or Service (as defined in the NNDA).

3(b) SUBMIT A COPY OF THE MOST RECENT VERSION OF THE CONTRACT OR AGREEMENT (or letter of intent to merge or acquire)

(IF SUBMITTING PAPER, DO NOT ATTACH THE DOCUMENT TO THIS PAGE)

ATTACHMENT NUMBER

1

ITEM 4

PERSONS FILING NOTIFICATION MAY PROVIDE BELOW AN OPTIONAL INDEX OF DOCUMENTS REQUIRED TO BE SUBMITTED BY ITEM 4 (See Item by Item instructions). THESE DOCUMENTS SHOULD NOT BE ATTACHED TO THIS PAGE.

4(a) ENTITIES WITHIN THE PERSON FILING NOTIFICATION THAT FILE ANNUAL REPORTS WITH THE SECURITIES AND EXCHANGE COMMISSION ☐ NoneCENTRAL INDEX
KEY NUMBER

WellPoint, Inc.

0001156039

4(b) ANNUAL REPORTS AND ANNUAL AUDIT REPORTS ☐ NoneATTACHMENT OR
REFERENCE NUMBER

4(b)-1 WellPoint, Inc. 2011 Summary Annual Report	4
4(b)-2 WellPoint, Inc. Form 10-K for the year ended December 31, 2011	5
4(b)-3 1-800 Contacts Consolidated Financial Statements for years ended January 31, 2011	6

4(c) STUDIES, SURVEYS, ANALYSES, AND REPORTS ☐ NoneATTACHMENT OR
REFERENCE NUMBER

Attachment 4(c)	7
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4(d) ADDITIONAL DOCUMENTS ☐ NoneATTACHMENT OR
REFERENCE NUMBER

Attachment 4(d)	8
-----------------	---

ITEM 5

5(a) DOLLAR REVENUES BY NON-MANUFACTURING INDUSTRY CODE AND BY MANUFACTURED PRODUCT CODE

Check None at the bottom of the page and provide explanation if you are not reporting revenue

6-DIGIT INDUSTRY CODE AND/OR 10-DIGIT PRODUCT CODE	DESCRIPTION	YEAR	TOTAL DOLLAR REVENUES (\$MM)
		2011	

Attachment:

454111	Electronic shopping	275.3	<input type="checkbox"/> Overlap
454113	Mail-order houses	111.6	<input type="checkbox"/> Overlap
524113	Direct Life Insurance Carriers	9,256,824.0	<input type="checkbox"/> Overlap
524114	Direct Health and Medical Insurance Carriers	51,533,189.0	<input checked="" type="checkbox"/> Overlap
524291	Claims Adjusting	11,794.0	<input type="checkbox"/> Overlap
524292	Third Party Administration of Insurance and Pension Funds	468,131.0	<input type="checkbox"/> Overlap
524298	All Other Insurance Related Activities	8,853.0	<input type="checkbox"/> Overlap

NONE ☐ (PROVIDE EXPLANATION)

5(b) COMPLETE ONLY IF ACQUISITION IS IN THE FORMATION OF A JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY

☒ Not Applicable

5(b)(I) CONTRIBUTIONS THAT EACH PERSON FORMING THE JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY HAS AGREED TO MAKE

Attachment:

5(b)(II) DESCRIPTION OF CONSIDERATION THAT EACH PERSON FORMING THE JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY WILL RECEIVE

Attachment:

5(b)(III) DESCRIPTION OF THE BUSINESS IN WHICH THE JOINT VENTURE CORPORATION OR UNINCORPORATED ENTITY WILL ENGAGE

Attachment:

5(b)(iv) SOURCE OF DOLLAR REVENUES BY 6-DIGIT INDUSTRY CODE (non-manufacturing) AND BY 10-DIGIT PRODUCT CODE (manufactured)

Attachment:

CODE	DESCRIPTION

ITEM 6

6(a) ENTITIES WITHIN PERSON FILING NOTIFICATION

Attachment: 9

NAME	CITY	STATE	COUNTRY
See Attachment 6(a).			

6(b) HOLDERS OF PERSON FILING NOTIFICATION

Attachment:

ISSUER/ UNINCORPORATED ENTITY	SHAREHOLDER/ INTEREST HOLDER	HQ ADDRESS	% HELD
WellPoint, Inc.	BlackRock, Inc.	40 East 52d Street New York, NY 10022	7.1

6(c)(i) HOLDINGS OF PERSON FILING NOTIFICATION

Attachment:

UPE OF FILING PERSON	ISSUER/ UNINCORPORATED ENTITY	% HELD
WellPoint, Inc.	MCS Holdings, Inc.	14

6(c)(ii) HOLDINGS OF ASSOCIATES (ACQUIRING PERSON ONLY)

Attachment:

TOP LEVEL ASSOCIATE	ISSUER/ UNINCORPORATED ENTITY	% HELD
None.		

ITEM 7**OVERLAP DOLLAR REVENUES****7(a) 6-DIGIT NAICS INDUSTRY CODE AND DESCRIPTION**☐ None

CODE	DESCRIPTION	PERSON / ASSOCIATE / BOTH
524114	Direct Health and Medical Insurance Carriers	PERSON

7(b)(i) LIST THE NAME OF EACH PERSON THAT ALSO DERIVED DOLLAR REVENUES

NAME OF OTHER FILING PERSON	ENTITY THAT OVERLAPS (IF DIFFERENT)
Amerigroup Corporation	

**7(b)(ii) LIST THE NAME OF EACH ASSOCIATE OF THE ACQUIRING PERSON THAT ALSO DERIVED DOLLAR REVENUES
(ACQUIRING PERSON ONLY)**

TOP LEVEL ASSOCIATE	ENTITY THAT OVERLAPS (IF DIFFERENT)
None.	

7(c) GEOGRAPHIC MARKET INFORMATION FOR EACH PERSON THAT ALSO DERIVED DOLLAR REVENUES

CODE	GEOGRAPHIC MARKET INFORMATION
524114	National

**7(d) GEOGRAPHIC MARKET INFORMATION FOR ASSOCIATES OF THE ACQUIRING PERSON
(ACQUIRING PERSON ONLY)**

CODE	GEOGRAPHIC MARKET INFORMATION
	None.

ITEM 8

PRIOR ACQUISITIONS (ACQUIRING PERSON ONLY)

NAICS Code	524114 Direct Health and Medical Insurance Carriers		
Acquired Entity	CareMore Health Group, Inc.		
Former HQ Address	12900 Park Plaza Drive, Suite 150 Cerritos, CA 90703		
Acquisition Type	<input checked="" type="checkbox"/> Securities <input type="checkbox"/> Assets <input type="checkbox"/> Non Corporate Interests Date of Acquisition: August 22, 2011		
Notes			

CERTIFICATION

This NOTIFICATION AND REPORT FORM, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Federal Trade Commission. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required data, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules.

NAME (Please print or type)	TITLE
SIGNATURE	DATE

Subscribed and sworn to before me at the

City of _____, State of _____

[SEAL]

this _____ day of _____, the year _____

Signature _____

My Commission expires _____

NAME OF PERSON FILING NOTIFICATION

WellPoint, Inc.

DATE

July 23, 2012

CERTIFICATION

This NOTIFICATION AND REPORT FORM, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Federal Trade Commission. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required data, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

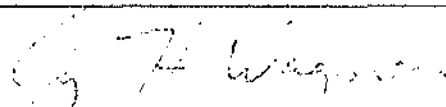
NAME (Please print or type)

Jay H. Wagner

TITLE

Vice President and Counsel,
WellPoint, Inc.

SIGNATURE



DATE

July 23, 2012

ENDNOTES

ENDNOTE NUMBER	PERTAINING TO	ENDNOTE TEXT
1	ITEM 1	Data furnished by WellPoint's subsidiary, 1-800 Contacts Parent Holdings Corp., is provided for the year ending January 31, 2012. The 1-800 Contacts transaction closed on June 20, 2012.
2	ITEM 5	The revenue information for NAICS codes 454111 (Electronic Shopping) and 454113 (Mail-order Houses) is for the year ending January 31, 2012, and was earned by WellPoint's subsidiary, 1-800 Contacts.

ATTACHMENTS

AttachTotal: 9

ATTACHMENT NUMBER	ATTACHMENT DESCRIPTION		
1	Paper to Follow	DESCRIPTION	3(b)-1 Agreement and Plan of Merger dated as of July 9, 2012 among WellPoint, Inc., WellPoint Merger Sub, Inc. and Amerigroup Corporation
	ATTACHED TO ITEM		
2	Paper to Follow	DESCRIPTION	3(b)-2 Form of Employment Agreement, dated as of July 9, 2012
	ATTACHED TO ITEM		
3	Paper to Follow	DESCRIPTION	3(b)-3 Amendment No. 4 to Employment Agreement, dated as of July 9, 2012
	ATTACHED TO ITEM		
4	Web Link	DESCRIPTION	4(b)-1 WellPoint, Inc. 2011 Summary Annual Report
	WEB LINK		http://media.corporate-ir.net/media_files/irol/13/130104/wellpoint2011/index.html
	ATTACHED TO ITEM		
5	Web Link	DESCRIPTION	4(b)-2 WellPoint, Inc. Form 10-K for the year ended December 31, 2011
	WEB LINK		http://services.corporate-ir.net/SEC.Enhanced/SecCapsule.aspx?c=130104&id=8023066
	ATTACHED TO ITEM		
6	Paper to Follow	DESCRIPTION	4(b)-3 1-800 Contacts Consolidated Financial Statements for years ended January 31, 2011 and 2012
	ATTACHED TO ITEM	ITEM 4: 4(b) ANNUAL REPORTS AND ANNUAL AUDIT REPORTS	
7	Paper to Follow	DESCRIPTION	Attachment 4(c)
	ATTACHED TO ITEM	ITEM 4: 4(c) STUDIES, SURVEYS, ANALYSES, AND REPORTS	
8	Paper to Follow	DESCRIPTION	Attachment 4(d)
	ATTACHED TO ITEM	ITEM 4: 4(d) ADDITIONAL DOCUMENTS	
9	Paper to Follow	DESCRIPTION	Attachment 6(a) Subsidiaries of WellPoint, Inc.
	ATTACHED TO ITEM	ITEM 6: 6(a) ENTITIES WITHIN PERSON FILING NOTIFICATION	



U.S. DEPARTMENT OF JUSTICE
Antitrust Division

Joseph F. Wayland
Acting Assistant Attorney General

RFK Main Justice Building
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530-0001
(202)514-2401 / (202)616-2645 (Fax)

August 22, 2012

Jeff Schmidt, Esq.
Linklaters LLP
1345 Avenue of the Americas
New York, NY 10105

Re: WellPoint, Inc.'s proposed acquisition of AMERIGROUP Company DOJ File
No: 60-524114-0050

Dear Mr. Schmidt:

Pursuant to Section 7A(e)(1) of the Clayton Act, 15 U.S.C. § 18a, and Section 803.20 of the Premerger Notification Rules and Regulations, 16 C.F.R. § 803.20, the Antitrust Division requests additional information and documents relevant to the proposed acquisition by WellPoint, Inc. of all of the shares of the voting securities of AMERIGROUP Corporation by means of a merger. As provided by 15 U.S.C. § 18a(e)(2) and 16 C.F.R. § 803.20, this second request for information extends the waiting period during which this proposed transaction may not be consummated for 30 days from the date of the receipt by the Antitrust Division of all materials requested herein. The requests for additional information and documents are contained in the enclosed schedule.

To comply with this request, deliver the materials by hand or by registered or certified mail to Barry Joyce, 450 Fifth Street, N.W., Suite 4100, Washington, D.C. 20530. You are also required to submit a certification attesting to the completeness of your response in accordance with Section 803.6 of the Premerger Notification Rules. Deliver the certificate to the above address and a copy to the Premerger Notification Unit, 950 Pennsylvania Ave., NW, Room 3335, Washington, D.C. 20530-0001.

If you have any questions regarding this request for additional information, please contact Barry Joyce, the attorney assigned to the matter, at (202) 353-4209.

Sincerely,

A handwritten signature in black ink, appearing to read "JFW", is written over a horizontal line.

Joseph F. Wayland

Enclosure

REQUEST FOR ADDITIONAL INFORMATION AND DOCUMENTARY MATERIAL ISSUED TO WELLPOINT, INC.

Unless modified by agreement with the staff of the Department of Justice, each specification of this Request requires a complete search of "the company" as defined in Paragraph "A" of the Definitions and Instructions which appear after the following specifications. If the company believes that the required search or any other part of the Request can be narrowed in any way that is consistent with the Department's need for documents and information, you are encouraged to discuss such questions and possible modifications with the Department representatives identified on the last page of this Request. All modifications to this Request must be agreed to in writing by those representatives. Please provide the response to specification 1 of this Request promptly, especially in relation to the company's electronic data systems, to facilitate discussions about limiting the required search with the Department's representatives before you begin your search.

SPECIFICATIONS

1. Submit:
 - (a) one copy of each organization chart and personnel directory in effect since January 1, 2010, for the company as a whole and for each of the company's facilities or divisions involved in any activity relating to any relevant product in the relevant area;
 - (b) a list of all agents and representatives of the company, such as attorneys, consultants, investment bankers, product distributors, and sales agents, retained by the company in any capacity relating to the Transaction or to the development, production, marketing, or sales of any relevant product (excluding those agents and representatives retained solely in connection with environmental, tax, human resources, pensions, benefits, ERISA, or OSIIA issues); and
 - (c) a list of employees or agents most knowledgeable about the company's electronic data systems and policies or practices regarding retention, storage, deletion, and archiving of electronic data, including e-mail. In the case of multiple systems with different capabilities or limitations, provide names of employees or agents knowledgeable about each system.
2. List each relevant product offered by the company in any relevant area since January 1, 2009, and for each relevant product:
 - (a) provide the name(s) used to designate the product;

- (b) state the time period during which such name(s) were used;
- (c) identify the company's employee(s) or representative(s) with responsibility for selling, marketing, placing, or qualifying the product;
- (d) state the division, subsidiary, or affiliate of the company that sells or has sold the product;
- (e) separately for each year, list all counties and independent cities in the Commonwealth of Virginia in which the relevant product was offered;
- (f) separately for each year and county and independent city in the Commonwealth of Virginia, state the company's sales to all customers, stated separately, in number of enrollees and dollars;
- (g) provide a description of the product, including its date of introduction; the benefits to enrollees; the health care facilities and providers available; methods used to control utilization and costs (including any limitations on coverage); eligibility requirements; whether a gatekeeper is utilized; whether it has a prescription drug component; and the date, if any, of such product's discontinuation;
- (h) describe all methodologies used by the company to project enrollment in the product, and include descriptions of all data sources used as inputs to these projections;
- (i) list all federal and state regulatory agencies with authority or jurisdiction over the product, and:
 - (i) identify by appropriate citation all statutes, rules, and regulations that apply to or govern the design, pricing or sales of the product, excluding information on licensing or regulation of physicians, nurses, or other health care professionals; and
 - (ii) identify, describe, and provide a sample of each report or data file that the company regularly files with any such agency; and
- (j) state the name, firm affiliation, business address, and telephone number of all brokers, agents, or other representatives not employed by the company through whom the relevant product was sold, marketed, or placed and state the number of accounts and covered lives each such broker, agent or representative has placed for the company's products.

3. For each relevant product listed in response to specification 2 offered since January 1, 2009, submit:
 - (a) all documents related to actual or proposed changes to the products' terms, benefits, or cost-sharing, including documents that compare terms and benefits to those of another relevant product or to combinations of relevant products offered in any relevant area; and
 - (b) all documents discussing projected or actual changes to enrollment in the company's relevant products related to any factor, including:
 - (i) changes in the design, provider network, or other terms of the company's own product;
 - (ii) changes in the design, provider network, or other terms of another company's relevant product;
 - (iii) changes in population or any other demographic factor; and
 - (iv) entry or exit of any competitor in any relevant product.
4. Submit all documents:
 - (a) relating to any written or oral communication with DMAS or CMS concerning offering, continuing, altering, or withdrawing any relevant product listed in response to specification 2, or any other possible Medicaid managed care offering in the relevant area, including (i) any application, bid, or proposal made to, or any proposal received from, DMAS or CMS and (ii) all documents relating to any request or suggestion by DMAS or CMS for modification or alternation to any relevant product listed in response to specification 2; and
 - (b) discussing actual or potential effects of regulation, review, negotiation, or other oversight by DMAS or CMS on any relevant product.
5. Submit all documents from January 1, 2009, to the present relating to competition in the sale of each relevant product in any relevant area, including, but not limited to, disenrollment surveys, win/loss reports, termination reports, market studies, forecasts and surveys, and all other documents relating to:
 - (a) the sales, market share, or competitive position of the company or any of its competitors;

- (b) actual or projected enrollment, for any relevant product of the company or any of its competitors;
 - (c) the relative strength or weakness of the company or any of its competitors selling each relevant product, including the relevance of the scope and sufficiency of a provider network to competition in the sale of any relevant product;
 - (d) supply and demand conditions, including any actual or potential effect on the supply, demand, cost, or price of any relevant product as a result of competition from any other possible substitute product;
 - (e) allegations by any person that any company that sells any relevant product is not behaving in a competitive manner, including, but not limited to, customer and competitor complaints, threatened, pending, or completed lawsuits; and federal and state investigations;
 - (f) the costs of retaining current enrollees; and
 - (g) attempts by the company to win members from, and losses of members to, competitors that provided a product that competed with the relevant product, including, but not limited to:
 - (i) for each open enrollment period, all documents that show, separately by both relevant product and relevant area, the company's total enrollment at the beginning of the period and the company's total enrollment at the end of the period; and
 - (ii) for each open enrollment period, all documents relating to switching to, or from, a competitor's product, the products involved with respect to each such instance of switching, and the reasons for each such instance of switching.
6. For each relevant product listed in response to specification 2 above, submit (a) one copy of all current selling aids and promotional materials and (b) all documents discussing marketing or advertising plans and strategies.
7. For each relevant product listed in response to specification 2, for each year from 2009 to the present:
- (a) identify each competitor that provided a product that competed with the relevant product, and state the name, total revenue, number of covered lives, number of in-network physicians, number of in-network hospitals,

total medical expenses, total administrative expenses, and market share of such competitor in any relevant area; and

- (b) submit all documents comparing the premiums, benefits, provider network, or other features of each relevant product sold by the company in any relevant area with those of any competing product provided by any competitor.
- 8. Submit all documents discussing the company's or any other person's plans relating to any relevant product, including, but not limited to, business plans; short-term and long-range strategies and objectives; budgets and financial projections; expansion or retrenchment plans; research and development efforts; plans to reduce costs, improve products, introduce new products, or otherwise become more competitive (e.g., plans to discontinue the sale of any relevant product); and presentations to management committees, executive committees, and boards of directors. For regularly prepared budgets and financial projections, the company need only submit one copy of final year-end documents and cumulative year-to-date documents for the current year.
- 9. State the name and address of each person that has entered or attempted to enter into, or exited from, the sale of each relevant product in any relevant area from 2002 to the present. For each such person, identify the relevant product(s) it sells or sold, each county and independent city within the relevant area in which it sells or sold the product(s), and the date of its entry into or exit from the market.
- 10. For each relevant product listed in response to specification 2:
 - (a) provide a list of possible new entrants into the sale of the product in any county or independent city within the relevant area, the likely year of entry, and the enrollment projected for the entrant one year after its entry in each of those counties or independent cities, and
 - (b) submit all documents relating to requirements for entry into the sale of the product in the relevant area including, but not limited to, research and development, planning and design, distribution systems, service requirements, licenses, sales and marketing activities, any necessary governmental and customer approvals, and the time necessary to meet each such requirement.
- 11. For each relevant product listed in response to Specification 2, submit all documents comparing the company's prices, fees, reimbursements, deductibles, co-payments or co-insurance amounts, or provider network with those of any other third-party payer offering a relevant product, along with all pricing, benefits,

or provider-network-development plans, policies, forecasts, strategies, analyses, or decisions relating to any relevant product offered, or to be offered, in any county or independent city within the relevant area.

12. Submit one copy—in electronic form if available, otherwise in hard copy—of each document, database, or data set used or maintained by the company at any time after January 1, 2009, without regard to custodian, that constitutes, records, or discusses with regard to any relevant product: (a) win/loss reports; (b) prices, quotes, estimates, bids, or applications submitted to any customer; (c) the results of any bid or application submitted to DMAS or CMS; (d) actual or projected enrollment; and (e) demographic data for the Commonwealth of Virginia or any county or independent city therein.
13. Identify each electronic or other database or data set used or maintained by the company at any time after January 1, 2009, without regard to custodian, that for any relevant product contains information concerning that product's (a) sales; (b) prices; (c) margins; (d) costs, including but not limited to production costs, distribution costs, standard costs, expected costs, and opportunity costs; (e) patents or other intellectual property; (f) research or development projects; or (g) customers, to the extent such customer information is not provided in response to specification 12. For each such database, identify (i) the database type, i.e., flat, relational, or enterprise; (ii) the size in both number of records and bytes of information; (iii) the fields, query forms, and reports available or maintained; and (iv) any software product or platform required to access the database.
14. Submit a useable copy of each database or data set identified in response to specification 13, any accompanying data dictionary, and any software product or platform required to access the database or data set. For each database or data set identified in response to specification 13 that contains cost or margin information, submit one copy of each regularly produced (no more frequently than in four week periods) report generated using that database since January 1, 2009, and any documentation that defines, describes or explains the calculation in any terms, measures, or aggregations appearing on the materials provided.
15. Identify, and state whether the company is a member of or subscribes to, all trade associations, information services, and other organizations relating to the production or sale of any relevant product. Submit one copy of all documents that discuss or describe sales, prices, competition, or entry conditions relating to the relevant product submitted by the company or any other person to each such association, service, and organization or its agents. Submit one copy of all documents that discuss or describe sales, prices, competition, or entry conditions relating to the relevant product received by the company or any other person from each such association, service, and organization or its agents.

16. Submit all documents relating to any plans of, interest in, or efforts undertaken by the company or any other person for any acquisition, divestiture, joint venture, alliance, or merger of any kind involving the sale of any relevant product in any part of the relevant area other than the Transaction.
17. Submit all documents (except documents solely relating to environmental, tax, human resources, OSIIA, or ERISA issues) relating to the Transaction and provide:
 - (a) a timetable for the Transaction, a description of all actions that must be taken prior to consummation of the Transaction, and any harm that will result if the Transaction is not consummated;
 - (b) a description of (including the rationale for, and identification of all documents directly or indirectly used to prepare the company's response to this sub-part) all plans for changes in WellPoint's and Amerigroup's operations, structure, policies, strategies, corporate goals, financing, business, officers, employees or any other area of corporate activity as a result of the Transaction;
 - (c) a description of, and all documents relating to, each efficiency (including cost savings, new product introductions, and service or product improvements) that the company anticipates will result from the Transaction relating to any relevant product or which is inextricably linked to any relevant product, including in the description: (i) the steps that the company anticipates taking to achieve the efficiency, the risks involved in achieving the efficiency, and the time and costs required to achieve it; (ii) a quantification of the efficiency and an explanation of how the quantification was calculated; (iii) an explanation of how the Transaction would allow the company to achieve the efficiency; (iv) each alternative to the Transaction by which the company could achieve the efficiency and each reason why the company could not achieve the efficiency without the Transaction; and (v) the identity of each person (including the person's title and business address) employed or retained by the company with any responsibility for achieving, analyzing, or quantifying the efficiency described. For efficiencies that involve cost savings, state separately the one-time fixed cost savings, recurring fixed cost savings, and variable cost savings (in dollars per unit and dollars per year);
 - (d) a description of all statements or actions by any person (identifying the person by name, title, and business address) in support of, in opposition to, or otherwise expressing opinions about the Transaction or its effects;

- (e) a list of each regulatory or governmental entity or other person, excluding the Department and the Federal Trade Commission, that must approve or be notified of the Transaction, and for each entity:
 - (i) describe the nature of the approval or purpose of the notification;
 - (ii) state the statutory or regulatory requirement for the approval or notification;
 - (iii) identify each natural person at the entity with whom you have communicated or plan to communicate regarding the Transaction;
 - (iv) submit all documents provided by the company to the governmental entity or other person in connection with the Transaction; and
 - (f) a description of any other terms or conditions of the Transaction that are not reflected in the merger agreement between the parties or other documents supplied in response to this Request.
18. Submit documents sufficient to show and, to the extent not reflected in such documents, describe in detail the company's policies and practices relating to the retention and destruction of documents, and all policies or practices relating to the retention, storage, deletion, and archiving of electronic data, including e-mail.
19. List:
- (a) each federal judicial district (e.g., District of Columbia, Southern District of New York) within the United States in which the company has an agent to receive service of process as well as each such agent's name, current business and home addresses, and telephone numbers;
 - (b) each federal judicial district within the United States in which the company is incorporated or licensed to do business or currently is doing business; and
 - (c) each federal judicial district within the United States in which the company has an office or a facility, and, for each such office or facility, list the address and the individual in charge (with his or her title). If the office or facility is in the District of Columbia, indicate whether the office or facility's sole purpose is to contact federal governmental agencies.

Alternatively, the company may respond to this specification by stating that it agrees to accept service of process, and to subject itself to personal jurisdiction, in any federal judicial district.

20. Identify the person(s) responsible for preparing the response to this Request and submit a copy of all instructions prepared by the company relating to the steps taken to respond to this Request. Where oral instructions were given, identify the person who gave the instructions and describe the content of the instructions and the person(s) to whom the instructions were given. For each specification, identify the individual(s) who assisted in the preparation of the response, with a listing of the persons (identified by name and corporate title or job description) whose files were searched by each.

DEFINITIONS AND INSTRUCTIONS

For the purposes of this Request, the following definitions and instructions apply:

- A. The terms "you," "the company," or "WellPoint" mean WellPoint, Inc., its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. The terms "parent," "subsidiary," "affiliate," and "joint venture" refer to any person in which there is partial (25 percent or more) or total ownership or control between the company and any other person.
- B. The term "Amerigroup" means Amerigroup Corporation, its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. The terms "parent," "subsidiary," "affiliate," and "joint venture" refer to any person in which there is partial (25 percent or more) or total ownership or control between the company and any other person.
- C. The term "agreement," except as used in the preamble to this Schedule, means a contract, arrangement, or understanding, formal or informal, oral or written, whether or not legally or equitably enforceable, between two or more persons.
- D. The terms "and" and "or" have both conjunctive and disjunctive meanings.
- E. The term "CMS" means the Centers for Medicare and Medicaid Services of the United States Department of Health and Human Services.
- F. The term "discussing" when used to refer to documents means analyzing, constituting, summarizing, reporting on, considering, recommending, setting

forth, or describing a subject. Documents that contain reports, studies, forecasts, analyses, plans, proposals, evaluations, recommendations, directives, procedures, policies, or guidelines regarding a subject should be treated as documents that discuss the subject. However, documents that merely mention or refer to a subject without further elaboration should not be treated as documents that discuss that subject.

- G. The term "DMAS" means the Department of Medical Assistance Services of the Commonwealth of Virginia.
- H. The term "documents" means all written, recorded, and graphic materials and all electronic data of every kind in the possession, custody, or control of the company. The term "documents" includes electronic correspondence, drafts of documents, metadata, embedded, hidden and other bibliographic or historical data describing or relating to documents created, revised, or distributed on computer systems, and all duplicates of documents (whether or not identical) in the files of or in the files maintained on behalf of all directors, officers, managers, or other supervisory employees, duplicates of documents in all other files that are not identical duplicates of the originals, and duplicates of documents the originals of which are not in the possession, custody, or control of the company. The term "documents" includes spreadsheets, as well as underlying cell formulae and other codes. The term "documents" also includes electronic mail messages and other documents and data stored in, or accessible through, computer or other information retrieval systems, such as personal computers, portable computers, workstations, minicomputers, personal data assistants, archival voice storage systems, group and collaborative tools, electronic messaging devices, portable or removable storage media, mainframes, servers, backup disks and tapes, archive disks and tapes, and other forms of online or offline storage, whether on or off company premises. Unless otherwise specified, the term "documents" excludes bills of lading, invoices in non-electronic form, purchase orders, customs declarations, and other similar documents of a purely transactional nature and also excludes architectural plans and engineering blueprints.
- I. The term "person" includes the company and means any natural person, corporate entity, partnership, association, joint venture, government entity, or trust.
- J. The term "plans" means tentative and preliminary proposals, recommendations, or considerations, whether or not finalized or authorized, as well as those that have been adopted.
- K. The term "relating to" means in whole or in part constituting, containing, concerning, discussing, describing, analyzing, identifying, or stating.

- L. The term "relevant area" means, and information shall be provided separately for, the Commonwealth of Virginia and any county or independent city therein.
- M. The term "relevant product" means, and information shall be provided separately for, each Medicaid (e.g., Temporary Assistance For Needy Families ("TANF"), Children's Health Insurance Program ("CHIP"), Medicaid Coverage of Medicare Beneficiaries ("Dual Eligibles"), and Aged, Blind, and Disabled ("ABD")) managed care product sold in any county or independent city within the Commonwealth of Virginia.
- N. The term "sales" means net sales, i.e., total sales after deducting discounts, returns, allowances, and excise taxes.
- O. The term "Transaction" means the proposed acquisition of Amerigroup by WellPoint, as described in the company's premerger notification, HSR-2012-1152.
- P. All references to year refer to calendar year. Unless otherwise specified, each specification that calls for documents requires the company to submit all responsive documents that were created or received by the company after the date that is two (2) years prior to the date of the issuance of this Request. Where information, rather than documents, is requested, provide it separately for each year. Where yearly data is not yet available, provide data for the calendar year to date. If calendar year information is not available, supply the company's fiscal year data indicating the twelve-month period covered, and provide the company's best estimate of calendar year data.
- Q. Unless otherwise specified, this Request requires the production of all responsive documents and data in the possession, custody, or control of the company on the date that this Request was issued and, in certain circumstances detailed below, is deemed continuing in nature.
- (1) If the company's compliance with this Request is completed within ninety (90) calendar days of the date of the issuance of this Request, only specification 17 of this Request shall be deemed continuing in nature. Specification 17 requires the production of all documents produced or obtained by the company up to thirty (30) calendar days prior to the date of the company's full compliance with this Request, except for documents that must be translated into English, for which the date is forty-five (45) calendar days prior to the date of the company's full compliance with this Request.
- (2) If the company's compliance with this Request is completed more than

ninety (90) calendar days after the date of the issuance of this Request, the entire Request shall be deemed continuing in nature so as to require production of all responsive documents produced or obtained by the company up to thirty (30) calendar days prior to the date of the company's full compliance with this Request, except for documents that must be translated into English, for which the date is forty-five (45) calendar days prior to the date of the company's full compliance with this Request.

R. The response to this Request shall be submitted in the following manner:

- (1) Documents produced shall be complete and, unless privileged, unredacted, submitted as found in the company's files (e.g., documents that in their original condition were stapled, clipped, or otherwise fastened together, or maintained in separate file folders, shall be produced in such form). Documents submitted shall be produced in the order in which they appear in the company's files and shall not be shuffled or otherwise rearranged.
- (2) The company may submit photocopies (with color photocopies where necessary to interpret the document) in lieu of original hard-copy documents, provided that such copies are accompanied by an affidavit of an officer of the company stating that the copies are true, correct, and complete copies of the original documents.
- (3) Those documents written in a language other than English must be translated into English; submit the foreign language document, with the English translation attached thereto.
- (4) Unless otherwise requested by a Department representative, electronic documents (e.g., e-mail) and data shall be produced in electronic form only. Electronic documents and data shall be produced in a format that allows the Department to access and use them, together with instructions and all other materials necessary to use or interpret the data, including record layouts and data dictionaries. For data submitted electronically, submit a description of the data's source. For documents and data submitted electronically, each electronic media device must be labeled so as to identify the contents of that media device. For electronic media containing electronic documents, the label must state which custodian's documents are contained on the device and the document control numbers of those documents.
- (5) Mark each page of each document submitted—whether in hard-copy or electronic format—with corporate identification and consecutive document control numbers. Place all documents produced in hard-copy

format in file folders. Mark each file folder with the company's corporate identification, the name of the person whose documents are in the folder and how the original file was labeled. If the company submits hard copies of electronic documents that have been printed from a common electronic source, such as a central e-mail or document server or a backup disk, such documents must be submitted in file folders that are marked with (a) a description of the enclosed documents' electronic source (e.g., "Documents from Backup Tape No. 3 for E-mail Server XYZ, 3/1/06 - 3/31/06"); and (b) the name of each natural person whose electronic documents are contained in that file folder.

- (6) In lieu of searching backup tapes or other media that are not reasonably accessible, but that may contain information responsive to this Request, the company may elect to identify and preserve for the duration of the Department's investigation a select subset of such backup and other media, such subset to be approved in writing by Department representatives. In the event that Department representatives determine in their sole discretion that a search of the select subset of backup tapes is necessary, they shall so inform the company, which will be required to conduct a review of the subset and produce any responsive information contained therein.
- (7) Hard-copy documents shall be submitted in sturdy boxes not larger than 1.5 cubic feet. Number each box and mark each box with corporate identification and the name(s) of the person(s) whose files are contained in that box.
- (8) Provide a master list showing: (a) the name of each person from whom responsive documents are submitted; and (b) the corresponding consecutive document control number(s) used to identify that person's documents. If the master list exists in electronic form, provide the master list both as a printed hard copy and in electronic form (provided the master list can be produced in a format that allows the Department to use it). The Department representatives will provide a sample master list upon request.

- S. Before you prepare documents or information for production in electronic form (for example, before you attempt to copy, for your response to this Request, documents or information from an electronically stored source onto a disk or other electronic storage medium), you must contact a Department representative to arrange a meeting or conference call with the company's personnel who are familiar with the electronic files in which the documents or information are stored, to explain to Department representatives the manner in which the documents or information are stored, and the types of information that are

available on the electronic source. Department representatives must approve the format and production method for electronic data in advance of the submission by the company of its response to this Request. Electronic productions shall be scanned for and free of viruses. The Division will return any infected media for replacement, which may affect the time of the Company's compliance with this Request.

- T. If the Company or its agent uses or intends to use software or technology to identify or eliminate potentially responsive documents and information produced in response to this Request, including but not limited to search terms, predictive coding, near-deduplication, deduplication, and email threading, the Company must provide a detailed description of the method(s) used to conduct all or any part of the search. If search terms will be used, in whole or in part, to identify documents and information that are responsive to this Request, provide the following: (1) a list of the proposed search terms; (2) a word dictionary or tally list of all the terms that appear in the collection and the frequency with which the terms appear in the collection (both the total number of appearance and the number of documents in which each word appears); (3) a glossary of industry and company terminology (including any code words related to the Transaction); (4) a description of the search methodology (including the planned use of stem searches and combination (or Boolean) searches); and (5) a description of the applications that will be used to execute the search. The Department strongly recommends that the Company provide these items prior to conducting its collection of potentially responsive information and consult with the Department to avoid omissions that would cause the Company's response to be deemed deficient.
- U. Any documents that are withheld in whole or in part from production based on a claim of privilege shall be assigned document control numbers (with unique consecutive numbers for each page of each document); for purposes of this instruction, each attachment to a document shall be treated as a separate document and separately logged, if withheld, and cross referenced, if produced. The company shall also provide a statement of the claim of privilege and all facts relied upon in support of the decision to withhold each document, in the form of a log that conforms with the requirements set forth below. The company is encouraged to propose categorical limitations to exclude certain classes of privileged documents from its log.

- (1) For each document identified on the company's privilege log, state:
- a. the document's control numbers;
 - b. all authors of the document;

- c. all addressees of the document;
 - d. all recipients of the document or of any copies of the document, to the extent not included among the document's addressees;
 - e. the date of the document;
 - f. a description of the subject matter of the document;
 - g. the nature or type of the privilege that the company is asserting for the document (e.g., "attorney-client privilege");
 - h. the specification(s) of this Request to which the document is responsive;
 - i. the document control number(s) of any attachments to the document, regardless of whether any privilege is being asserted for such attachment(s); and
 - j. whether the document has been produced in redacted form.
- (2) The company's privilege log shall also conform with all of the following requirements:
- a. Provide a separate legend containing the full name, title(s), and employer or company affiliation of each author, addressee, and recipient identified on the company's privilege log.
 - b. All attorneys acting in a legal capacity with respect to the withheld document or communication, and only such attorneys, shall be identified on the privilege log with an asterisk.
 - c. The description of the subject matter of each document shall describe the nature of the document in a manner that, though not revealing information that is itself privileged, provides sufficiently detailed information to enable the Department to assess the applicability of the privilege claimed.
 - d. For each document withheld under a claim that it constitutes or contains attorney work product, also state whether the company asserts that the document was prepared in anticipation of litigation or for trial and, if so, identify the anticipated litigation or trial upon which the assertion is based.

- e. Produce all nonprivileged portions of any responsive document (including nonprivileged or redactable attachments) for which a claim of privilege is asserted, except where the only nonprivileged information in the document has already been produced. Note where any redactions in the document have been made.
 - f. The privilege log shall be produced in both hard-copy and electronic form, the electronic form of which shall be both searchable and sortable.
 - g. Documents sent solely between counsel for the company, including in-house counsel acting solely in a legal capacity, and documents authored by the company's outside counsel that were not directly or indirectly furnished to any third party, such as internal law firm memoranda, may be omitted from the privilege log. However, any attachments to such documents must be included on the privilege log (if a privilege is applicable to such materials), unless such attachments are addressed and sent solely to counsel.
- V. If the company is unable to answer any question fully, supply such information as is available. Explain why such answer is incomplete, the efforts made by the company to obtain the information, and the source from which the complete answer may be obtained. If books and records that provide accurate answers are not available, enter best estimates and describe how the estimates were derived, including the sources or bases of such estimates. Estimated data should be followed by the notation "est." If there is no reasonable way for the company to make an estimate, provide an explanation.
- W. If documents responsive to a particular specification no longer exist for reasons other than the ordinary course of business or the implementation of the company's document retention policy, state the circumstances under which they were lost or destroyed, describe the documents to the fullest extent possible, state the specification(s) to which they are responsive, and identify persons having knowledge of the content of such documents.
- X. In order for the company's response to this Request to be complete, the attached certification form must be executed by the official supervising compliance with this Request, notarized, and submitted along with the responsive materials.

Any questions you have relating to the scope or meaning of anything in this Request or suggestions for possible modifications thereto should be directed to Barry J. Joyce at (202)

353-4209. The response to the Request shall be addressed to the attention of Mr. Joyce and delivered between 8:30 a.m. and 5:00 p.m. on any business day to 450 Fifth Street, N.W., Suite 4100, Washington, DC 20530. If you wish to submit your response by United States mail, please call Mr. Joyce for mailing instructions.

CERTIFICATION

As required by Section 803.6 of the implementing rules for the Hart-Scott-Rodino Antitrust Improvements Act of 1976, this response to the Request for Additional Information and Documentary Material, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Department of Justice. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required information, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules.

Where copies rather than original documents have been submitted, the copies are true, correct, and complete. If the Department uses such copies in any court or administrative proceeding, the company will not object based on the Department not offering the original document.

TYPE OR PRINT NAME AND TITLE

(Signature)

Subscribed and sworn to before me at the City of _____, State of _____,
_____, this _____ day of _____, 20____.

(Notary Public)

My Commission Expires: _____

**BEFORE THE STATE OF WASHINGTON
OFFICE OF THE INSURANCE COMMISSIONER**

IN THE MATTER OF:)

THE PROPOSED ACQUISITION OF)
CONTROL OF AMERIGROUP)
WASHINGTON, INC.)
the Domestic HCSC)

DOCKET NO. 12-0280

By:)
WELLPOINT, INC.)
and its wholly owned subsidiary)
ATH HOLDING COMPANY, LLC)
together, the Applicants)

**AFFIDAVIT OF JAY HARRY WAGNER ON BEHALF OF THE
APPLICANTS**

Before me, the undersigned attesting officer, duly authorized to administer oaths in the State of Indiana, appeared Jay Harry Wagner, who, after being duly sworn, on oath states that he is over the age of 18 and has personal knowledge of the facts set forth in this Affidavit, or for purposes hereof has made due inquiries of other persons with such personal knowledge, and makes this Affidavit for use as evidence in any and all hearings in the above-entitled administrative proceeding for all purposes authorized by law.

1. I am employed by WellPoint, Inc. ("WellPoint") as its Vice President and Legal Counsel of Mergers & Acquisitions. I give this in support of the Form A Statement (the "Form A Statement") of WellPoint and its direct wholly owned subsidiary, ATH Holding Company, LLC ("ATH" and together with WellPoint, the "Applicants"), pending with the State of Washington Office of the Insurance Commissioner (the "OIC") for approval to acquire control of Amerigroup Washington, Inc. (the "Domestic HCSC").

AFFIRMATION

2. I am authorized to give this Affidavit by the powers vested in me under my duties on behalf of the Applicants.

3. The Domestic HCSC holds a certificate of authority from the OIC as a Washington health care service contractor. The Domestic HCSC is a direct wholly owned subsidiary of Amerigroup Corporation ("Amerigroup"). As further described in the Form A Statement, the Applicants propose to acquire control of the Domestic HCSC pursuant to a merger transaction in which a direct wholly owned subsidiary of ATH will merge with and into Amerigroup, with Amerigroup as the surviving corporation and a wholly owned subsidiary of WellPoint (the "Merger").

4. I make this Affidavit on the Applicants' behalf to provide an account of Applicants' compliance with the requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), as well as the ongoing involvement of the Antitrust Division of the Department of Justice (the "DOJ") in the Merger pursuant to its authority under the HSR Act.

DESCRIPTION AND STATUS OF HSR MATTERS

5. Amerigroup and WellPoint filed notification and report forms with the DOJ and U.S. Federal Trade Commission (the "FTC") pursuant to the HSR Act on July 23, 2012. As a result, the waiting period under the HSR Act with respect to the Merger was to expire on August 22, 2012, unless extended by a request for additional information received prior to the expiration.

6. On August 22, 2012, WellPoint received a request for additional information (the "second request") from the DOJ in connection with the DOJ's review of the Merger. Issuance of the second request extends the waiting period under the HSR Act until 30 days after the parties have substantially complied with the requests, unless the waiting period is terminated earlier by the DOJ.

7. The second request focuses on Amerigroup's operations in the Commonwealth of Virginia, specifically several Northern Virginia counties where WellPoint and Amerigroup subsidiaries offer the only available Medicaid managed care plans.

8. With WellPoint's concurrence and to allay the antitrust concerns related to WellPoint's acquisition of Amerigroup, on September 27, 2012, Amerigroup entered into a definitive agreement to divest all of its managed care operations in Virginia by selling its Virginia health plan subsidiary to Inova Health System Foundation, a nonaffiliated third party ("Inova").

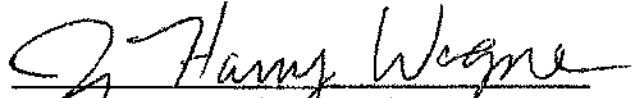
9. The sale is conditioned on the closing of the Merger. The sale will divest all of Amerigroup's managed care operations in the Commonwealth of Virginia and is expected to close concurrently with the Merger. Amerigroup and WellPoint have worked and continue to work cooperatively with the DOJ staff and representatives of the Commonwealth of Virginia since shortly after the announcement of the Merger.

10. Instead of substantially complying with the second request and consistent with discussions with the DOJ, WellPoint and Amerigroup have worked and continue to work in concert to effectuate the sale of Amerigroup's Virginia health plan subsidiary. WellPoint and Amerigroup believe the proposed sale will resolve all antitrust concerns raised by the DOJ.

AFFIRMATION

As to all matters expressly contained herein, I, Jay Harry Wagner, state that the foregoing statements are true and correct to the best of my knowledge, information and belief.

Further Affiant saith not.



Jay Harry Wagner, Vice President and
Legal Counsel of Mergers & Acquisitions for
WellPoint, Inc.

Sworn to and subscribed before me
this 7th day of November, 2012.



Notary Public, State of Indiana

My commission expires: 2/28/15

